

REGISTRATION NO. 12141-9

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

1775 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006
TELEPHONE: (202) 862-1000
FACSIMILES: (202) 862-1095
CABLE: DEWBALAW

No. 0-27-1040

Date SEP 30 1980

Fee \$ 40.00

ICC Washington, D. C.

REGISTRATION NO. 12141-5

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

140 BROADWAY
NEW YORK 10005

TELEPHONE: (212) 344-8000
TELEX: 12-6825 (DOMESTIC) 620252 (INTERNATIONAL)
FACSIMILES: (212) 344-0783
CABLE: DEWBALAW

REGISTRATION NO. 12141-5

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

September 29, 1980

45, AVENUE GEORGE V
75008 PARIS, FRANCE
TELEPHONE: 720. 88. 21
TELEX: 620297
CABLE: DEWBALAW

MEMORANDUM FOR KEN BLOOMBERG:

Enclosed herewith is the package of documents to be filed with the Interstate Commerce Commission tomorrow, along with a check in the amount of \$40 to cover the filing fee. Please file the documents in the following order:

1. The First Supplement to Equipment Trust Agreement.
2. The Release of Equipment from Equipment Trust Agreement.
3. Assignment.
4. The Bill of Sale.

Please call me immediately after the filing is completed.

Thank you.

BKB
Byron K. Burnett

Enclosures

The charge for billing is:
Teachers 200100
Richmond Leasing V 29494

INTERSTATE COMMERCE COMMISSION

SEP 30 1980 10 40 AM

REGISTRATION NO. 12141-5

Counterspit -
D. W. H. M. M. M.

RECORDATION NO. 12141-1

FILED 1425

SEP 30 1980-10 40 AM

RICHMOND LEASING COMPANY INTERSTATE COMMERCE COMMISSION
Equipment Trust, Series 14

Bill of Sale

THIS AGREEMENT, dated the 30th day of September, 1980, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of June 15, 1980, by and between Seller and Buyer, as amended by the First Supplement to Equipment Trust Agreement dated as of September 30, 1980, and the Release of Equipment from Equipment Trust Agreement dated as of September 30, 1980.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold

interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

(SEAL)

By William Walton, Jr.
William Walton, Jr.,
President

ATTEST:

Kenneth W. Harbin
Kenneth W. Harbin, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared WILLIAM WALTON, JR., President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 30th day of September, 1980.

Adelia M. Castro
Notary Public In and For
Harris County, T E X A S

'ADELIA' M. CASTRO

Notary Public In and for the State of Texas
My Commission expires March 6, 1984

EXHIBIT A

| <u>Quantity and Type</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed Car Numbers</u> |
|------------------------------|--------------|------------------|----------------------------------|
| 45 tank cars | DOT105A300W | 34,000 Gal. | RTMX 5045 thru 5089 |
| 50 covered hoppers | LO | 4,750 Cu. Ft. | TSBY 5001 thru 5050, |
| 10 tank cars | DOT111A100W5 | 20,800 Gal. | RTMX 2802 thru 2811 |
| 8 tank cars | DOT111A100W1 | 13,500 Gal. | RTMX 1179 thru 1186 |

EXHIBIT B

1. Tank Car Lease and Service Contract dated February 28, 1980, between Richmond Leasing Company and Hooker Chemical Properties Corporation covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|---------------------------|--|------------------------|
| 8 | 13,500 Gallon DOT111A100W1 Tank Cars | RTMX 1179 thru 1186 |

2. Riders 4 and 4A both dated July 11, 1980, to Tank Car Lease and Service Contract dated April 15, 1976, between Richmond Leasing Company and United States Rail Services, Inc., covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|---------------------------|----------------------------------|------------------------|
| 50 | 4,750 cu. ft. covered hoppers | TSBY 5001 thru 5050 |

3. Riders 19 and 19A both dated August 1, 1979, to Tank Car Lease and Service Contract dated December 20, 1975, between Richmond Leasing Company and Conoco, Inc., covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|---------------------------|--|------------------------|
| 10 | 20,800 Gallon DOT111A100W5 Tank Cars | RTMX 2802 thru 2811 |

4. Riders 2 and 2A both dated September 15, 1980, to Tank Car Lease and Service Contract dated July 1, 1980, between Richmond Leasing Company and Central Petroleum Corporation covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|---------------------------|---|------------------------|
| 45 | 34,000 Gallon DOT105A300W Tank Cars | RTMX 5045 thru 5089 |